



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/01/2009	200927400338	MERGER/DOMESTIC (MER)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

OHIO DIVISION OF FINANCIAL INSTITUTIONS
ANIKA PARKER
77 SOUTH HIGH ST., 21 FLR
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

877750

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FIFTH THIRD BANK

and, that said business records show the filing and recording of:

Document(s)

MERGER/DOMESTIC

Document No(s):

200927400338



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 30th day of September,
A.D. 2009.

Ohio Secretary of State

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/01/2009	200927400338	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

OHIO DIVISION OF FINANCIAL INSTITUTIONS
ANIKA PARKER
77 SOUTH HIGH ST., 21 FLR
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner**1101584**

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FIFTH THIRD BANK

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200927400338

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 30th day of September,
A.D. 2009.

A handwritten signature in black ink, appearing to read "Jennifer Brunner".

Ohio Secretary of State



Form 551 Prescribed by the:
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us
Busserv@sos.state.oh.us

Expedite this form: (select one)
Mail form to one of the following:
☒ Expedite PO Box 1390
Columbus, OH 43216
*** Requires an additional fee of \$100 ***
☐ Non Expedite PO Box 1329
Columbus, OH 43216

CERTIFICATE OF MERGER

Filing Fee \$125
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. **SURVIVING ENTITY**

A. Name of the entity surviving the merger

Fifth Third Bank

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

☒ Domestic (Ohio) For-Profit Corporation, charter number 877750

☐ Domestic (Ohio) Nonprofit Corporation, charter number _____

☐ Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____
and licensed to transact business in the state of Ohio under license number _____

☐ Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____
and NOT licensed to transact business in the state of Ohio

☐ Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____
and licensed to transact business in the state of Ohio under license number _____

☐ Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____
and NOT licensed to transact business in the state of Ohio

☐ Domestic (Ohio) For-Profit Limited Liability Company, with registration number _____

☐ Domestic (Ohio) Nonprofit Limited Liability Company, with registration number _____

☐ Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____
registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____
and NOT registered to do business in the state of Ohio

RECEIVED STATE
SECRETARY OF STATE
2009 OCT 10 10:10 AM
CLERK OF COURT

- ☐ Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and **NOT** registered to do business in the State of Ohio
- ☐ Partnership, registration number, if any, _____
- ☐ Partnership **NOT** registered with the state of Ohio _____
- ☐ Domestic (Ohio) Limited Partnership, with registration number _____
- ☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and **NOT** registered to do business in the state of Ohio
- ☐ Domestic (Ohio) Limited Liability Partnership, with the registration number _____
- ☐ Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and **NOT** registered to do business in the state of Ohio

II. **CONSTITUENT ENTITY**

Provide the name, charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities)

Name	Charter, License, Registration , or Registration Number	Jurisdiction of Formation	Type of Entity
Fifth Third Bank	1101584	Michigan	Corporation
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

III. **MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Paul L. Reynolds

Name

Cincinnati

City

38 Fountain Square Plaza MD10AT76

Mailing Address

Ohio

State

45263

Zip Code

- IV. **EFFECTIVE DATE OF MERGER** 9/30/2009 at close of business
This merger is to be effective on _____ (The date specified must be on or after the date of the filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).
- V. **MERGER AUTHORIZED**
Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.
- VI. **STATEMENT OF MERGER**
Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.
- VII. **STATUTORY AGENT**
If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, **OR** if the surviving entity is a domestic corporation, limited liability company, or limited partnership entity updating its agent information, provide the name and address of statutory agent upon whom any process, notice or demand may be served.

_____ Name	_____ Mailing Address	
_____ City	_____ Ohio State	_____ Zip Code

- VIII. **ACCEPTANCE OF AGENT**
If the new entity is a domestic corporation, domestic limited liability company, partnership or domestic limited partnership, then the agent must accept appointment.

The undersigned, named herein as the statutory agent upon whom service of process against any constituent entity or the surviving entity may be served, hereby acknowledges and accepts the appointment of statutory agent.

Signature of Agent

Date

☐ If the agent is an individual using a P.O. Box, the agent must check this box to confirm that he or she is an Ohio resident

- IX. **AMENDMENTS**
In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached ☒ No Amendments

- X. **REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**
If a domestic or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 and division (G) of section 1702.47 of the Revised Code with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

XI QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

- A. The surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, partnership, limited partnership, or limited liability partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio.

Name _____		Mailing Address _____
City _____	Ohio State _____	Zip Code _____

- ☐ If the agent is an individual using a P.O. Box, check the box to confirm that the agent is an Ohio resident.

The surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or limited liability partnership ("surviving entity") irrevocably consents to (1) service of process on the statutory agent listed above as long as authority of the agent continues, and (2) to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the surviving entity fails to designate another agent, as required by Ohio law, the surviving entity's license or registration to do business in Ohio expires or is canceled.

- B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Qualifying Corporation (Section 1703.04)

(If the qualifying entity is a foreign corporation, the following information must be completed.)

- (a) Name of the corporation in its jurisdiction of formation

- (b) If the corporate name is not available, the trade name under which it will do business in Ohio

- (c) Location and complete address of its principal office

Mailing Address _____

City _____	State _____	Zip Code _____
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- (d) Name of the county in which its principal office in Ohio, if any, is to be located

- (e) A brief summary of the corporate purpose to be exercised within Ohio

- (f) To procure a license to transact business in Ohio, a foreign corporation for-profit must file with the secretary of state a certificate of good standing or subsistence, dated not earlier than 90 days prior to the filing of the application, under the seal of the secretary of state, or other proper official, of the jurisdiction under the laws of which said corporation was incorporated, setting forth: (1) the exact corporate title; (2) the date of incorporation; and (3) the fact that the corporation is in good standing or is a subsisting corporation.

2 Foreign Notice (Section 1703.031)

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, the following information must be completed.)

- (a) Name of the Foreign nationally/federally chartered bank, savings bank, or savings and loan association

- (b) Any trade name(s) under which the corporation will conduct business in Ohio

- (c) Location of the corporation's main office (Non-Ohio)

Mailing Address

City

State

Zip Code

- (d) Principal office location in Ohio

Mailing Address

City

Ohio
State

Zip Code

(If there will not be an office in Ohio, please state "None" on the form)

- (e) The corporation will exercise the following purpose(s) in Ohio

3. Foreign Qualifying Limited Liability Company (Section 1705.54)

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

- (a) Name of the For-Profit or Nonprofit limited liability company in its jurisdiction of formation

- (b) Name under which the limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation)

- (c) The limited liability company was formed on

Date

under the laws of the jurisdiction of

Jurisdiction

- (d) Address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company

Mailing Address

City

State

Zip Code

4. Foreign Qualifying Limited Partnership under section 1782.49

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

- (a) Name of the limited partnership _____

- (b) The limited partnership was formed on _____

Date

Under the laws of the jurisdiction of _____

Jurisdiction

- (c) Address of the office of the limited partnership in its jurisdiction of formation

Mailing Address

City

State

Zip Code

- (d) Address of the limited partnership's principal office

Mailing Address

City

State

Zip Code

- (e) The names and business or residence addresses of the general partners of the partnership are as follows:

Name

Mailing Address

Name

Mailing Address

Name

Mailing Address

Name

Mailing Address

(Please attach additional separate sheet(s) listing other general partners and their addresses as needed)

- (f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained

Mailing Address

City

State

Zip Code

The limited partnership hereby certifies that it shall maintain such records until the registration of the limited partnership in Ohio is canceled or withdrawn.

5. Foreign Qualifying Limited Liability Partnership (Section 1776.86) (if the qualifying entity is a foreign limited liability partnership, the following information must be completed.)

- (a) Name of the partnership

Name must include one of the following phrases or abbreviations: "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "L.L.P.," "RLLP," or "LLP."

- (b) The partnership was formed under the laws of the jurisdiction of _____

- (c) Address of the partnership's chief executive office

Mailing Address

City

State

Zip Code

- (d) If the chief executive office is not in Ohio, the address of any office of the partnership in Ohio, if one exists

Mailing Address

City

Ohio
State

Zip Code

- (e) Foreign limited liability partnership must attach evidence of existence in its jurisdiction of formation (origin).

(Proceed to page 8 for signatures of authorized officers, partners and representatives.)

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

Fifth Third Bank, an Ohio banking corporation

Exact name of entity

By: 

Signature

Its:

Executive Vice President and Secretary

Title

Date: September 22, 2009

Fifth Third Bank, a Michigan banking corporation

Exact name of entity

By: 

Signature

Its:

Assistant Secretary

Title

Date: September 22, 2009

Exact name of entity

By: _____

Signature

Its: _____

Title

Date: _____

Exact name of entity

By: _____

Signature

Its: _____

Title

Date: _____

Exact name of entity

By: _____

Signature

Its: _____

Title

Date: _____

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)).

AFFIDAVIT RELEASES FROM VARIOUS GOVERNMENTAL AUTHORITIES

Exact Name of Corporation

If a foreign or domestic corporation licensed to transact business in Ohio is a constituent entity, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence as required by Ohio law.

AGENCY Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43229	DATE NOTIFIED _____	AGENCY Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: 4020 East 5th Avenue Columbus, OH 43219-1811	DATE NOTIFIED _____ Regular: P.O. Box 182413 Columbus, OH 43218
AGENCY Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215	DATE NOTIFIED _____	TREASURER The treasurer of any county in in which the corporation has personal property:	DATE NOTIFIED _____

Note: This affidavit must be signed by one or more persons executing the certificate of merger or by an office of the corporation.

Signature _____ Title _____

Name

Mailing Address

City State Zip Code

Acknowledged before me and subscribed in my p Date _____

Seal

Notary Public

Commission Expires _____
Date

AFFIDAVIT OF PERSONAL PROPERTY

STATE OF _____

County _____ SS: _____

_____, being first duly sworn, deposes and says that he/she is
Name of Officer __________
Title of Officer of Name of Corporation _____

and that this affidavit is made in compliance with Section 1701.811(B)(4) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- ☐ Has no personal property in any county in Ohio
- ☐ Is the type required to pay personal property taxes to state authorities only
- ☐ Has personal property only in the following county (ies)

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature: _____ Title: _____ Title _____

Acknowledged before me and subscribed in my p Date _____

Seal _____ Notary Public _____

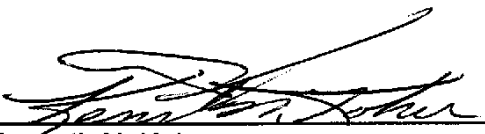
Expiration date of Notary Public's Commission _____
Date _____

**STATE OF OHIO
DEPARTMENT OF COMMERCE
DIVISION OF FINANCIAL INSTITUTIONS**

TO WHOM IT MAY CONCERN:

THIS IS TO CERTIFY THAT, on August 26, 2009, the Division of Financial Institutions approved the merger of Fifth Third Bank, Grand Rapids, Michigan with and into Fifth Third Bank, Cincinnati, Ohio, as reflected in the attached certificate of merger.

IN WITNESS WHEREOF, we have hereunto set our hands this 26th day of August, 2009.


Kenneth N. Koher
Deputy Superintendent for Banks


John B. Reardon
Superintendent of Financial Institutions